

WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION

650 PAGE MILL ROAD
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JOHN ARNOT WILSON
OF COUNSEL

September 16, 1994

Mr. Brewster Kahle
President
WAIS, Inc.
1040 Noel Drive
Menlo Park, CA 94025

Mr. John Duhring
Vice-President, Business Information Services
WAIS, Inc.
1040 Noel Drive
Menlo Park, CA 94025

Mr. Robin Palmer
KPMG Peat Marwick
3460 West Bayshore Road
Palo Alto, CA 94303-4227

Gentlemen:

In connection with our representation of WAIS, Inc. and the upcoming meeting of the Company's Board of Directors, enclosed please find the following agreements for your review:

1. Indemnification Agreement for the Company's directors;
2. 1994 Stock Plan, including
 - a. Stock Option Agreement and
 - b. Notice of Grant of Stock Purchase Right and Restricted Stock Purchase Agreement; and
3. Amended and Restated Bylaws of the Company.

Mr. Brewster Kahle
Mr. John Duhring
Mr. Robin Palmer
September 16, 1994
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Please call me if you have any questions or comments regarding these documents.

Very truly yours,

WILSON, SONSINI, GOODRICH & ROSATI
Professional Corporation


Thomas P. McLean

TPM:lh
Enclosures

cc: Allen L. Morgan, Esq.